

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE LIBOR-BASED FINANCIAL
INSTRUMENTS ANTITRUST LITIGATION

MDL No. 2262
Master File No. 1:11-md-2262-NRB
ECF Case

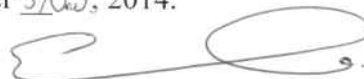
DECLARATION OF ELAINE WILLIAMS

I, Elaine Williams, declare and state as follows under penalty of perjury:

1. I am Deputy Group Company Secretary for HSBC Holdings plc.
2. In my capacity as Deputy Group Company Secretary for HSBC Holdings plc, I have personal knowledge of the matters set forth herein and believe them to be true and correct based on my work for HSBC Holdings plc.
3. HSBC Holdings plc is a public limited company, incorporated under the laws of England and Wales, with its registered office in London, England.
4. ~~HSBC Holdings plc is not incorporated in New Jersey, Virginia, Kansas, Texas,~~
New York, or California (the "Subject States") or in any other state in the United States.
5. HSBC Holdings plc has no offices, branches, or other regular places of business in the Subject States or in any other state in the United States.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed in London, England on November 5th, 2014.



ELAINE WILLIAMS
Deputy Group Company Secretary
HSBC Holdings plc